

BYLAWS OF THE COUNCIL OF STATE BAR SECTIONS

1. Establishment

There is a Council of State Bar Sections consisting of a representative of each Section of the State Bar.

(Source: Board of Governors' Resolution, June 2000.)

2. Purposes

The purposes and responsibilities of the Council of State Bar Sections are:

- (a) Representing and acting on behalf of the Sections in communicating with and advising the Board of Governors of the position of the Council without restricting any individual Section's ability to represent its position on any matter;
- (b) Managing and controlling the financial affairs on behalf of the Sections only as to (1) the allocation of "overhead" (i.e., the cost of administrative services) actually charged to all of the Sections by the State Bar, including the oversight and administration of said overhead, and (2) the allocation of staffing by State Bar employees or contractors among the Sections as paid for by the "overhead" charge;
- (c) Advising the Board of Governors on matters pertaining to policies and procedures that affect the Sections generally, such as the format and content of the Sections' portion of the annual dues statement published by the State Bar, but not to include the amount to be charged by any individual Section for membership in such Section;
- (d) Fostering communication between the Board of Governors and the Sections and among the Sections;
- (e) Developing and implementing efficiencies in the delivery of Section services to members of the State Bar; and
- (f) Working with the State Bar staff to develop, promote and implement cost-effective procedures for supporting the activities of the Sections.

In pursuing the purposes and responsibilities set forth above, the Council may adopt resolutions and may communicate and advocate those resolutions to the Board of Governors, State Bar staff, members of the State Bar, or other parties. The Council may

take such other actions as are necessary to its effective operation consistent with its purposes and responsibilities. The actions of the Council do not restrict in any way the rights and responsibilities of any Section's Executive Committee regarding the subject matter of such actions, except that Council decisions on matters described in subsection (b) of this Section 2, above, shall bind the Sections.

(Source: Board of Governors' Resolution, June 2000 and November 2000.)

3. Section Representatives

The Chair of each Section, during the term of his or her office, shall be the representative of the Section on the Council of State Bar Sections. Alternatively, the Chair of a Section may, during the term of his or her office, designate an individual to serve as the Section Representative on the Council of State Bar Sections for that Section in lieu of the Section's Chair. The individual must be a present or former member of that Section's Executive Committee. The designation may be changed from time to time as necessary, and a temporary Section Representative may be designated to serve if the primary Section Representative cannot attend a particular Council meeting. Sections are expected to designate individuals who will consistently attend Council meetings to assure continuity in the Council's membership.

(Source: Board of Governors' Resolution, November 2000.)

4. Quorum; Vote Required

Each Section Representative shall have one vote on any matter presented to the Council, except those matters for which a supermajority is required by this Section 4 or other applicable rule. A quorum of the Council is the whole number of its Section Representatives next greater than the number derived by dividing the number of Section Representatives by two (2). Actions of the Council shall be taken based on the affirmative votes of a majority of the Section Representatives present at the meeting (provided that such affirmative votes are no less than a majority of the required quorum), except that the following actions shall be taken only by a supermajority vote as defined in Section 5, below:

- (a) Any action described in Section 2(b), above.
- (b) Any vote taken at an emergency meeting.
- (c) Any waiver of agenda notice requirements.
- (d) Any amendment to the Bylaws that requires a supermajority vote pursuant to Section 13, below.

(Source: Board of Governors' Resolutions, July 1986, October 1986 and November 2000.)

5. Supermajority Voting Defined; Census Date

- (a) On matters requiring a supermajority vote by virtue of Sections 2(b) and 13 of these Bylaws, each Section Representative shall have a vote weighted in proportion to the number of members duly enrolled in the Section for which the representative is voting, as determined in the manner described in subsection (c) of this Section 5, and the affirmative vote by the Section Representatives holding at least three-quarters (3/4) of the weighted votes of all Section Representatives then in office shall be required; provided, however, that if the number of Section Representatives voting in the negative, abstaining or not present to vote is less than three, then the affirmative vote of the Section Representatives holding a majority of the weighted votes of all Section Representatives shall be required to carry the resolution.
- (b) On matters requiring a supermajority vote by virtue of Section 8 of these Bylaws, each Section Representative shall have a vote weighted in proportion to the number of members duly enrolled in the Section for which the representative is voting, as determined in the manner described in subsection (c) of this Section 5, and the affirmative vote by the Section Representatives holding at least three-quarters (3/4) of the weighted votes of all Section Representatives present at the meeting shall be required; provided, however, that the affirmative votes must also represent at least a majority of the weighted votes of all Section Representatives then in office.
- (c) A census of the number of members of each Section shall be taken as close as practicable to July 31 of each year. The result of such census shall be used in the calculation of votes by Section Representatives in the meetings of the Council beginning at the next Annual Meeting of the Bar up until the Annual Meeting in the following year. For purposes of the census, associate members shall not be counted.

(Source: Board of Governors' Resolution, November 2000.)

6. Officers

The Council shall elect a Chair (or two Co-Chairs) and a Chair-Elect (or two Co-Chairs-Elect), each of whom shall serve until the conclusion of the State Bar Annual Meeting next following his or her election. Absent unusual circumstances, the Chair-Elect (or Co-Chairs-Elect) shall automatically become the Chair (or Co-Chairs) for the year following his or her service as Chair-Elect (or Co-Chairs-Elect). The Chair (or Co-Chairs) and Chair-Elect (or Co-Chairs-Elect) shall not have a vote on matters before the Council unless he or she is also attending the meeting as a Section Representative.

(Source: Board of Governors' Resolution, November 2000.)

7. Regular and Special Meetings

The Council of State Bar Sections shall meet regularly at least four (4) times annually, including once at the State Bar Annual Meeting and approximately each three (3) months thereafter. The schedule of such regular meetings shall be determined as soon as possible after the election of officers for the year and distributed to all Section Representatives, Officers and Advisors. Additional special meetings may be called by the Chair (or Co-Chair) at such times and places as may be appropriate and deemed necessary by the Chair (or Co-Chair). The Chair (or Co-Chair) shall convene a special meeting within thirty (30) days of receiving a written request to do so from five (5) or more Section Representatives. Where possible, meetings shall be convened at a location that is easily accessible to Section Representatives traveling by air and other public transit.

Section Representatives may attend meetings in person or by telephone, and they may vote by written proxy mailed or transmitted by facsimile to the Council Chair or Co-Chair.

(Source: Board of Governors' Resolution, July 1986 and November 2000.)

8. Notice of Meetings; Agendas

Notice of all Council meetings (whether regular or special) shall be given to the Section Representatives when possible at least 30 days, but in no event later than 14 days, prior to the date of the meeting; ~~provided, however, that an emergency special meeting may be called by the Chair (or Co-Chair) if necessary, but no action taken at such meeting shall be valid unless approved by a supermajority vote as described in Section 5(b) of these Bylaws.~~ The distribution of a schedule of regular meetings for the coming year to Section Representatives shall constitute notice of the regular meetings contained on such schedule.

No action may be taken at any meeting unless the matter was described in a manner that gives reasonable notice of the topic of discussion and any specific proposals then known on a written agenda transmitted by mail, facsimile or electronic mail no later than 14 days prior to the meeting; this agenda notice requirement may be waived by a supermajority vote as described in Section 5(b) of these Bylaws. In debating any motion, the Council shall consider, where appropriate, whether the course of discussion or proposed action has changed from that described in the agenda to such an extent that providing additional time for Section Representatives to consider the matter and seek direction from their Section Executive Committees is appropriate.

(Source: Board of Governors' Resolution, November 2000.)

9. Minutes

The Chair-Elect (or a Co-Chair-Elect) or his or her delegate shall record the minutes of each Council meeting and distribute those minutes to the Section Representatives.

(Source: *Board of Governors' Resolution, November 2000.*)

10. Budget; Expenses

The Council shall review and adopt a budget for each calendar year. Travel and related expenses incurred by a Section Representative shall be borne by the Section he or she represents, subject to the policies and procedures of the State Bar for expense reimbursement.

(Source: *Board of Governors' Resolution, November 2000.*)

~~11. Action Without a Meeting~~

~~Any action that could be taken at a meeting may also be taken without a meeting if (i) a written consent (including a facsimile or e-mail) is solicited from all Section Representatives and (ii) a signed written consent (which may be a facsimile signature or an e-mail sent by the Section Representative) is received from Section Representatives eligible to cast the number of votes that would be required to approve such action if it were taken at a meeting at which all Section Representatives were present and voting. The Chair (or Co-Chair) shall give notice to all Section Representatives upon receipt of the requisite vote by written consent, after which all Section Representatives shall have two (2) business days to change their vote (or to vote for the first time) on such matter. No action by written consent shall be effective unless, at the expiration of such two (2) business-day period, the requisite affirmative number of votes have been received by written consent and have not been withdrawn.~~

~~(Source: *Board of Governors' Resolution, _____ 2000.*)~~

11.12: Advisors.

The Chair (or Co-Chairs) may request that the immediately preceding Chair (or Co-Chairs) serve as an Advisor to the Council during the year following their service as Chair (or Co-Chair). Any such Advisor shall receive all of the same notices of meetings, agendas and other materials that are sent to Section Representatives. Advisors shall not have any votes.

(Source: *Board of Governors' Resolution, November 2000.*)

12. ~~13.~~ Amendment of the Bylaws.

Any amendment of these Bylaws shall not be effective unless (a) each Section Representative is given proper notice of the wording of the proposed amendment and the fact that it will be discussed at a duly noticed meeting pursuant to Section 8 hereof; (b) the agenda specifically states the required vote to approve the proposed amendment, as specified herein; and (c) the appropriate vote, as required herein, is obtained at such meeting. In this regard, any proposed amendment to Sections 2, 4, 5, 8 or 10 of these Bylaws or to this Section 13 shall not be effective unless the motion to amend passes by a supermajority vote calculated in the manner set forth in Section 5(a) hereof. Any other proposed amendment to the Bylaws shall only require a majority vote of Section Representatives, as described in Section 4. Notwithstanding the subsection (a) of this Section 13, the specific wording of the amendment to the Bylaws, as adopted at the meeting, may vary from the wording of the amendment as proposed in the notice.

(Source: Board of Governors' Resolution, November 2000.)